

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

IRONWOOD CAPITAL LTD.,

Plaintiff,

v.

IRONWOOD CAPITAL MANAGEMENT, LLC;
IRONWOOD PARTNERS, LLC; and ICM SERIES
TRUST,

Defendants.

CIVIL ACTION NO. 04 CV
10726 PBS

STIPULATION OF DISMISSAL WITH PREJUDICE

Pursuant to Rule 41(a)(1)(ii) of the Federal Rules of Civil Procedure, the parties to the above-entitled matter hereby stipulate that all claims and counterclaims asserted in this action or that could have been asserted in this action shall be and hereby are dismissed with prejudice, without costs, without attorneys' fees and waiving all rights of appeal.

Respectfully submitted,

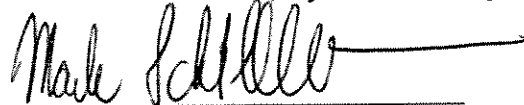
IRONWOOD CAPITAL LTD.,
By its attorneys,



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Respectfully submitted,

IRONWOOD CAPITAL MANAGEMENT
LLC, IRONWOOD PARTNERS LLC and
ICM SERIES TRUST, By their attorneys,



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Dated: 4/5/05